

Chapman and Cutler LLP

Attorneys at Law · Focused on Finance®

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July 25, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 18862-F FILED

JUL 27 '11 -11 20 AM

SURFACE TRANSPORTATION BOARD

Re: TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No. 41-C

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Lease (No. 41-C), dated as of July 27, 2011, between TTX Lease 41-C Trust, as lessor (the "*Lessor*"), and TTX Company, as lessee (the "*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18862 and a supplement thereto was subsequently filed under Recordation Number 18862-C.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Lessor: TTX Lease 41-C Trust
c/o Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 886 Railcars as more specifically described in Exhibit A attached hereto.

Chapman and Cutler LLP

A short summary of the document to appear in the index follows:

Termination of Lease (No. 41-C).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By


Karim R. Merchant

KRM/dk
Enclosures

**EXHIBIT A
RAILCARS**

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car — DTTX	GUNDERSON	427000 - 427001	61
		427003 - 427023	
		427025 - 427034	
		427036 - 427043	
		427046 - 427051	
		427053 - 427066	74
		427170 - 427173	
		427175 - 427176	
		427178 - 427194	
		427196 - 427203	
		427205 - 427247	
Four-unit double stack well car — DTTX	NSC	430000 - 430011	59
		430013 - 430015	
		430017 - 430038	
		430040 - 430042	
		430044 - 430045	
		430087 - 430103	
Single-unit double stack well car — DTTX	GUNDERSON	456097 - 456099	57
		456101 - 456125	
		456127 - 456135	
		456137 - 456151	
		456153 - 456157	
		456263 - 456264	80
		456266 - 456267	
		456269	
		456271	
		456273 - 456286	
		456288 - 456325	
		456327 - 456342	
		456344 - 456349	
Centerbeam flatcar — TTZX	TRINITY	85585 - 85603	170
		85605 - 85630	
		85632 - 85633	
		85635 - 85740	
		85742 - 85748	
		85750 - 85759	
		85885 - 85927	73
		85929 - 85935	
		85937	
		85939 - 85946	
		85987 - 85991	
		85993 - 85994	
		855000	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		855004 - 855009	
		855028 - 855039	22
		855041 - 855045	
		855047 - 855051	
Centerbeam flatcar — TTZX	NSC	861000 - 861031	114
		861033 - 861034	
		861036 - 861039	
		861041 - 861073	
		861075 - 861088	
		861090 - 861118	
		861200 - 861239	73
		861241 - 861245	
		861295 - 861302	
		861304 - 861318	
		861320 - 861324	
Five-unit all purpose articulated spine cars — TTAX	TRINITY	553451 - 553464	47
		553466	
		553472	
		553530	
		553540 - 553542	
		553544 - 553552	
		553554 - 553563	
		553595 - 553599	
		553601 - 553603	
Five-unit all purpose articulated spine cars — TTAX	JAC	653854	12
		653898 - 653899	
		653901 - 653909	
TOTAL			<hr/> 842 <hr/>

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car — DTTX	GUNDERSON	427002	10
		427024	
		427035	
		427044 - 427045	
		427052	
		427174	
		427177	
		427195	
		427204	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Four-unit double stack well car — DTTX	NSC	430012 430016 430039 430043	4
Single-unit double stack well car — DTTX	GUNDERSON	456100 456126 456136 456152 456265 456268 456270 456272 456287 456326	10
Centerbeam flatcar — TTZX	TRINITY	85604 85631 85634 85741 85749 855040 855046	7
Centerbeam flatcar — TTZX	NSC	861032 861035 861040 861074 861089 861240 861303 861319	8
Five-unit all purpose articulated spine cars — TTAX	TRINITY	553465 553543 553553 553600	4
Five-unit all purpose articulated spine cars — TTAX	JAC	653900	1
TOTAL			<hr/> 44 <hr/>
TOTAL ALL RAILCARS			<hr/> 886 <hr/>

JUL 27 '11 -11 20 AM

TERMINATION OF LEASE
(STB)

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE (No. 41-C) is made and entered into as of July 27, 2011 by and between TTX LEASE 41-C TRUST, as Lessor ("*Lessor*"), and TTX Company, as Lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 41-C), dated as of June 30, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1994 under Recordation Number 18862 and a supplement thereto was subsequently filed under Recordation Number 18862-C.

2. The Lease is terminated effective as of the date hereof and Lessor hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

TTX LEASE 41-C TRUST, as owner

By: Wells Fargo Bank Northwest, National
Association, not in its individual capacity, but
solely as Trustee

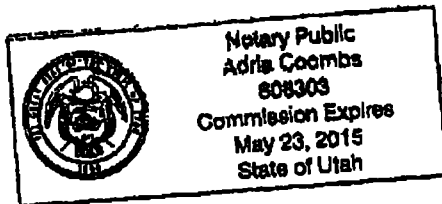
By: *mic a*
Name: Michael Arseneault
Title: Vice President

{Termination of Lease 41-C (STB)}

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of July, 2011, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on July __, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Adria Coombs
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____
(SEAL)

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		427046 - 427051	
		427053 - 427066	74
		427170 - 427173	
		427175 - 427176	
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		85750 - 85759	
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		85929 - 85935	
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		85939 - 85946	
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		861200 - 861239	73
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		553554 - 553563	
		553595 - 553599	
		553601 - 553603	
Five-unit all purpose articulated spine cars — TTAX	JAC	653854	12
		653898 - 653899	
		653901 - 653909	
TOTAL			<hr/> 842 <hr/>

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Five-unit all purpose articulated spine cars — TTAX	JAC	653900	1
TOTAL			<hr/> 44 <hr/>
TOTAL ALL RAILCARS			<hr/> 886 <hr/>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/27/11



Robert W. Alvord